

October 6, 2010

***VIA ECFS***

Marlene H. Dortch  
Secretary  
Federal Communications Commission  
445 Twelfth Street, S.W.  
Washington, DC 20554

Attn: Chief, Wireline Competition Bureau, Competition Policy Division

Re: *Domestic Section 214 Application Filed for the Transfer of Control of Q-Comm Corporation to Windstream Corporation*  
WC Docket No. 10-169

Dear Ms. Dortch:

Pursuant to Section 63.50 of the Commission's rules and at the request of Bureau staff, Windstream Corporation ("Windstream") and Q-Comm Corporation ("Q-Comm") (together "Applicants") hereby provide additional information to supplement the above-captioned application. Specifically, Applicants provide an Attachment listing existing competitors in the overlap markets identified in footnotes 17 and 18 on page 9 of the Application.<sup>1</sup>

These lists of competitors were compiled based on (i) reviewing Telcordia's Local Exchange Routing Guide ("LERG"), which provides information on facilities-based carriers by exchange and (ii) the combined knowledge of local and regional marketing and business experts of both Applicants. It is expected that there are additional competitors present in these markets who have not been identified, such as those which mask their presence by subtending through

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<sup>1</sup> The Windstream/Norlight overlap markets identified in footnote 17 are: Glasgow, KY; Elizabethtown, KY; Berea, KY; Smith's Grove, KY; Leitchfield, KY; Bardwell, KY; Monticello, KY; Bee Spring, KY; Columbia, KY; Shepherdsville, KY; Brownsville, KY; Caneyville, KY; Clarkson, KY; and Park City, KY.

The Windstream/KDL overlap markets identified in footnote 18 are: Dalton, GA; Lafayette, GA; Lexington, KY; Ashland, KY; Berea, KY; Elizabethtown, KY; Glasgow, KY; Hazard, KY; London, KY; Manchester, KY; Morehead, KY; Shepherdsville, KY; Somerset, KY; and Newark, OH.

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another carrier (*e.g.*, resellers). Except where noted, the lists of competitors only include wireline-based carriers.

As demonstrated herein, Applicants will continue to face a significant number of existing competitors in the vast majority of geographic markets in which both Applicants currently provide service. In a few of the more sparsely populated markets, competition is less vigorous, but the Commission has found that such areas “are less attractive to new entrants” and, thus, concerns relating to the loss of potential competition are even less acute.<sup>2</sup> Moreover, in all of the overlap markets, including the less populated areas, Windstream faces significant competition from existing wireless carriers.<sup>3</sup> In addition, Applicants face the potential for additional competition from the dozens of CLECs that have obtained authority to operate statewide.<sup>4</sup>

Both companies’ operations have a proven record of success, and as explained at pages 5-6 of the Application, the Transaction will generate important economies of scale and scope, enabling the combined entity to provide a broader range of telecommunication services to its residential and enterprise customers and become a more viable competitor in the telecommunications market – a benefit for all markets served by the combined entity. Commission approval of the transaction would therefore clearly serve the public interest and be consistent with applicable Commission precedent.<sup>5</sup>

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<sup>2</sup> See *Global Crossing/Citizens*, Memorandum Opinion and Order, 16 FCC Rcd 8507, 8510 (CCB/IB/CSB/WTB 2001) (citing *Application of GTE Corp. and Bell Atlantic Corp.*, 15 FCC Rcd. 14032, 14095 (2000)). Like the *Global Crossing/Citizens* transaction, the nature of the Transaction – involving a limited number of exchanges in a discrete geographic area – indicates that the Commission’s extensive merger analysis previously employed in BOC-related mergers is inapplicable here.

<sup>3</sup> The most recent Mobile Wireless Competition Report makes clear that wireless service has become a competitive substitute for traditional wireline service. *Annual Report and Analysis of Competitive Market Conditions With Respect to Mobile Wireless, Including Commercial Mobile Services*, WT Docket No. 09-66, Fourteenth Report, FCC 10-81, ¶¶ 339-340 (May 20, 2010) (“In the first half of 2009 . . . , 22.7 percent of households, or more than one out of every five, were wireless-only, up from 17.5 percent in the first half of 2008, 13.6 percent in the first half of 2007, and 10.5 percent in the first half of 2006.”).

<sup>4</sup> See Kentucky Public Service Commission, Master Utility Search, [http://psc.ky.gov/utility\\_master/mastersearch.aspx](http://psc.ky.gov/utility_master/mastersearch.aspx) (select utility type - “Competitive Local Exchange Carrier”) (last visited Oct. 4, 2010).

<sup>5</sup> See *Telephone and Data Systems, Inc. and Chorus Communications, Ltd.*, Memorandum Opinion and Order, 16 FCC Rcd. 15293, 15297-98 (2001).

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Please contact the undersigned if you have questions or need additional information.

Respectfully submitted,

WILKINSON BARKER KNAUER, LLP

By: /s/ Kenneth D. Patrich  
Kenneth D. Patrich  
Mark A. Walker

Attachment

cc: William Dever (WCB)  
Jodie Donovan-May (WCB)  
Eric N. Einhorn (Windstream)  
Edward Cadieux (Windstream)  
John Chuang (Q-Comm)  
Jean L. Kiddoo (Bingham/Q-Comm)

## ATTACHMENT

### List of Existing Wireline Competitors for Each Windstream/Norlight Overlapping Market Identified in Footnote 17:

MARKET	COMPETITORS
Glasgow, KY	Bandwidth.com; Sprint Communications; ALEC, Inc.; Level 3; South Central Telecom; Bluegrass Telephone Company; AT&T Local
Elizabethtown, KY	Paetec; Comcast; Aero Communications; ALEC, Inc.; Level 3; Brandenburg Telecom; Bluegrass Telephone Company; Verizon Business; Bandwidth.com
Berea, KY	Mikrotec Communications; Sprint Communications; ALEC, Inc.; Level 3; AT&T Local; Southeast Telephone
Smith's Grove, KY	Insight Phone of KY <sup>1</sup>
Leitchfield, KY	Comcast; ALEC, Inc.; Level 3; Brandenburg Telephone Company; Bluegrass Telephone Company; AT&T Local; Bandwidth.com
Bardwell, KY	Big River Telephone Company; ALEC, Inc.
Monticello, KY	ALEC, Inc.; Northstar Technology
Bee Spring, KY	No wireline competitors identified <sup>2</sup>
Columbia, KY	Big River Telephone; Duo County Telecom; ALEC, Inc.; Level 3; Bluegrass Telephone Company; Bandwidth.com
Shepherdsville, KY	ALEC Inc.; Level 3; Insight Phone of Kentucky; Bandwidth.com
Brownsville, KY	ALEC, Inc.; Level 3
Caneyville, KY	No wireline competitors identified <sup>3</sup>

<sup>1</sup> In addition to competition from Insight Phone of KY, Applicants will also face substantial competition from existing wireless carriers, including AT&T Wireless, Verizon Wireless, T-Mobile, Sprint-Nextel, and Bluegrass Cellular. In addition, there are dozens of CLECs currently authorized to enter the market. See Kentucky Public Service Commission, Master Utility Search, [http://psc.ky.gov/utility\\_master/mastersearch.aspx](http://psc.ky.gov/utility_master/mastersearch.aspx) (select utility type - "Competitive Local Exchange Carrier") (last visited Oct. 4, 2010). Moreover, because Norlight currently has only 7 customers and 13 lines and no longer markets any services in Smith's Grove, the proposed transaction will not materially change the existing competitive landscape in that market.

<sup>2</sup> Although Applicants have not identified an existing wireline competitor in Bee Spring, they currently face substantial competition from existing wireless carriers, including AT&T Wireless, T-Mobile, Sprint-Nextel, and Verizon Wireless. In addition, there are dozens of CLECs currently authorized to enter the market. See Kentucky Public Service Commission, Master Utility Search, [http://psc.ky.gov/utility\\_master/mastersearch.aspx](http://psc.ky.gov/utility_master/mastersearch.aspx) (select utility type - "Competitive Local Exchange Carrier") (last visited Oct. 4, 2010). Moreover, because Norlight currently does not market any services and has only 2 customers and 4 lines in Bee Spring, the proposed transaction will not materially change the existing competitive landscape in that market.

<sup>3</sup> Although Applicants have not identified an existing wireline competitor in Caneyville, they currently face substantial competition from existing wireless carriers, including AT&T Wireless, T-Mobile, and Verizon Wireless. Furthermore, Caneyville's cable operator – Mediacom – is a potential competitor as well as the dozens of CLECs currently authorized to enter the market. See Kentucky Public Service Commission, Master Utility Search, [http://psc.ky.gov/utility\\_master/mastersearch.aspx](http://psc.ky.gov/utility_master/mastersearch.aspx) (select utility type - "Competitive Local Exchange Carrier") (last visited Oct. 4, 2010). Moreover, because Norlight currently does not market any services and has only 1 customer and 1 line in Caneyville, the proposed transaction will not materially change the existing competitive landscape in that market.

<b>MARKET</b>	<b>COMPETITORS</b>
Clarkson, KY	Comcast; Sprint Communications; Brandenburg Telecom; Bluegrass Telephone Company
Park City, KY	South Central Telecom <sup>4</sup>

**List of Existing Wireline Competitors for Each Windstream/KDL Overlapping Market Identified in Footnote 18:**

<b>MARKET</b>	<b>COMPETITORS</b>
Dalton, GA	Dalton Utilities Board; Level 3; Georgia Public Web; Verizon Business; Charter Fiberlink; Paetec; US Carrier
Lafayette, GA	Level 3; Comcast
Lexington, KY	Insight Phone of Kentucky; Aero Communications; ALEC, Inc.; AT&T Local; Birch Communications; Granite; Level 3; Navigator; NOS; Paetec; Verizon Business; Telcove; twtelecom; Terrablue
Ashland, KY	Sprint Communications; Armstrong Telecommunications, Inc.-KY; ALEC, Inc.; Level 3; Verizon Business; Fibernet, LLC-KY; Zayo
Berea, KY	Mikrotec Communications; Sprint Communications; ALEC, Inc.; Level 3; AT&T Local; Southeast Telephone
Elizabethtown, KY	Paetec; Comcast; Aero Communications; ALEC, Inc.; Level 3; Brandenburg Telecom; Bluegrass Telephone Company; Verizon Business; Bandwidth.com
Glasgow, KY	Bandwidth.com; Sprint Communications; ALEC, Inc.; Level 3; South Central Telecom; Bluegrass Telephone Company; AT&T Local
Hazard, KY	Big River Telephone Company; Mikrotec Communications; ALEC, Inc.; Level 3; Verizon Business; Southeast Telephone Company
London, KY	Big River Telephone Company; Sprint Communications; ALEC, Inc.; Level 3; Verizon Business
Manchester, KY	Big River Telephone Company; ALEC, Inc.; Level 3
Morehead, KY	Mikrotec Communications; Sprint Communications; ALEC, Inc.
Shepherdsville, KY	ALEC Inc.; Level 3; Insight Phone of Kentucky; Bandwidth.com
Somerset, KY	Big River Telephone Company; ALEC, Inc.; Level 3; Verizon Business
Newark, OH	Sprint Communications; Level 3; MCI Worldcom Communications (now Verizon Business); Zayo; Time Warner Cable

<sup>4</sup> In addition to competition from South Central Telecom, Applicants will also face substantial competition from existing wireless carriers, including AT&T Wireless, Verizon Wireless, and T-Mobile. In addition, there are dozens of CLECs currently authorized to enter the market. See Kentucky Public Service Commission, Master Utility Search, [http://psc.ky.gov/utility\\_master/mastersearch.aspx](http://psc.ky.gov/utility_master/mastersearch.aspx) (select utility type - “Competitive Local Exchange Carrier”) (last visited Oct. 4, 2010). Moreover, because Norlight currently does not market any services and has only 1 customer and 1 line in Park City, the proposed transaction will not materially change the existing competitive landscape in that market.